



**TELEKOM MALAYSIA BERHAD**  
(Company No. 128740-P)  
(Incorporated in Malaysia under the Companies Act, 1965)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Seventh Annual General Meeting (27<sup>th</sup> AGM) of the Company will be held at 10:00 a.m. on Tuesday, 8 May 2012, at Kristal Hall, TM Convention Centre, Menara TM, Jalan Pantai Baharu 50672 Kuala Lumpur, Malaysia, for the following purposes:-

#### **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2011 together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution 1)
2. To declare a final single tier dividend of 9.8 sen per share in respect of the financial year ended 31 December 2011. (Ordinary Resolution 2)
3. To re-elect the following Directors, who were appointed to the Board during the year and retire pursuant to Article 98(2) of the Company's Articles of Association:-
  - i. Davide Giacomo Benello @ David Benello (Ordinary Resolution 3)
  - ii. Dato' Mat Noor Nawi (Ordinary Resolution 4)
4. To re-elect the following Directors, who retire by rotation pursuant to Article 103 of the Company's Articles of Association:-
  - i. Datuk Dr Halim Shafie (Ordinary Resolution 5)
  - ii. YB Datuk Nur Jazlan Tan Sri Mohamed (Ordinary Resolution 6)
  - iii. Datuk Zalekha Hassan (Ordinary Resolution 7)
5. To approve the payment of Directors' fees of RM1,119,000.00 for the financial year ended 31 December 2011. (Ordinary Resolution 8)
6. To re-appoint Messrs PricewaterhouseCoopers having consented to act as Auditors of the Company for the financial year ending 31 December 2012 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 9)
7. To transact any other business of the Company of which due notice has been received.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 27<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd (Bursa Depository) in accordance with Article 74(3)(a) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (SICDA) to issue a General Meeting Record of Depositors (ROD) as at 27 April 2012. Only a Member or Depositor whose name appears on the Register of Members/ROD as at 27 April 2012 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

#### **NOTICE ON ENTITLEMENT AND PAYMENT OF FINAL DIVIDEND**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of Members at the 27<sup>th</sup> AGM to be held on 8 May 2012, a final single tier dividend of 9.8 sen per share for the financial year ended 31 December 2011 will be paid on 8 June 2012 to Depositors whose names appear in the ROD on 24 May 2012.

**FURTHER NOTICE IS HEREBY GIVEN THAT** a Depositor shall qualify for entitlement to the dividend only in respect of:-

- a. Shares deposited into the Depositor's Securities Account before 12:30 p.m. on 22 May 2012 (in respect of shares which are exempted from Mandatory Deposit);
- b. Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 24 May 2012 (in respect of Ordinary Transfers); and
- c. Shares bought on the Bursa Malaysia Securities Berhad (Bursa Securities) on a cum entitlement basis according to the Rules of the Bursa Securities.

Shareholders are reminded that pursuant to SICDA, all shares not deposited with Bursa Depository by 12:30 p.m. on 1 December 1998 and not exempted from Mandatory Deposit, have been transferred to the Ministry of Finance (MoF). Accordingly, the dividend for such undeposited shares will be paid to MoF.

**By Order of the Board**

**Idrus Ismail (LS0008400)**  
**Hamizah Abidin (LS0007096)**  
**Zaiton Ahmad (MAICSA 7011681)**  
*Secretaries*

Kuala Lumpur  
13 April 2012

**NOTES:**

**Proxy and/or Authorised Representatives**

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. A Member shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting provided that where a Member of the Company is an authorised nominee as defined in accordance with the provisions of the SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account.

For an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

3. Where a Member appoints two (2) proxies, the appointments shall be invalid unless the proportion of the holding to be represented by each proxy is specified.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney. If the proxy form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, and no notice of revocation has been received". If the proxy form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under a Power of

Attorney which is still in force, and no notice of revocation has been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the proxy form.

5. A corporation which is a Member, may by resolution of its Directors or other governing body authorises such person as it thinks fit to act as its representative at the Meeting, in accordance with Article 92 of the Company's Articles of Association.
6. The instrument appointing the proxy together with the duly registered Power of Attorney referred to in Note 4 above, if any, must be deposited at the office of the Share Registrars, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.